

RECORDATION NO. 26573-C FILED

MAR 12 '10 -1 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3 and Lease Supplement No. 4 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4 dated March 9, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The attached document relates to the Memoranda previously filed with the Board under 26573 and 26573-A.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/
Lessor:

Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Section Chief
March 12, 2010
Page 2

Indenture Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Wachovia Financial Services (as successor
in interest to First Union Rail Corporation)
One First Union Center
Charlotte, NC 28288

A description of the railroad equipment covered by the enclosed document
is

101 railcars have been remarked and numbered within the series FURX
930870 - FURX 931001 (previously marked within the series RWSX 6136
- RWSX 6267) as more particularly set forth in the attachment to the
document.

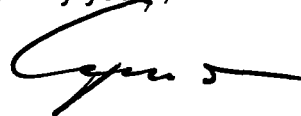
A short summary of the document to appear in the index is:

Amendment No. 2 to Memorandum of Equipment Lease Agreement,
Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3
and Lease Supplement No. 4 and Memorandum of Trust Indenture and Security
Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No.
2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MAR 12 '10 -1 00 PM

**AMENDMENT NO. 1 TO
MEMORANDUM OF EQUIPMENT LEASE AGREEMENT, SURFACE TRANSPORTATION BOARD
LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2,
LEASE SUPPLEMENT NO. 3, AND LEASE SUPPLEMENT NO. 4
AND
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE
SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, AND
TRUST INDENTURE SUPPLEMENT NO. 4
(Surface Transportation Board)**

This Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1, 2, 3, and 4, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, 3, and 4 (the "Amendment") is made and entered into this 9 day of March, 2010, pursuant to the Equipment Lease Agreement and Lease Supplements dated September 26, 2006 (the "Lease"), between Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Lessor"), and Wachovia Financial Services, Inc., a North Carolina corporation, as successor in interest to First Union Rail Corporation (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplements dated as of September 26, 2006 (the "Trust Indenture and Security Agreement") between Wilmington Trust Company, not individually but solely as Indenture Trustee ("Indenture Trustee"), and Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee ("Owner Trustee").

WHEREAS, a Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, and Lease Supplement No. 4 evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 26, 2006 at 8:09 a.m., under Recordation Number 26573; and

WHEREAS, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, and Trust Indenture Supplement No. 4 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 26, 2006 at 8:12 a.m., under Recordation Number 26573-A; and

WHEREAS, pursuant to Section 4.2, Duty to Number and Mark Equipment, of the Lease, Lessee is required to file and record in all public offices where the Lease and the Trust Indenture and Security Agreement have been filed, the new identification reporting mark and number for such railcars that have been changed and remain subject to the Lease and the Trust Indenture and Security Agreement; and

NOW THEREFORE, in order to comply with the provisions under the Lease, the Lessee hereby provides the following:

Exhibit 1 attached hereto identifies the railcars subject to the Lease and the Trust Indenture and Security Agreement that have been reported as remarked and renumbered since September 26, 2006.

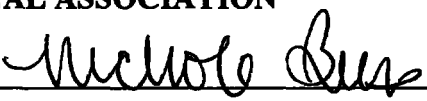
This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture and Security Agreement remain in full force and effect.

[The remainder of this page is intentionally left blank.]

Dated this 9 day of March, 2010.

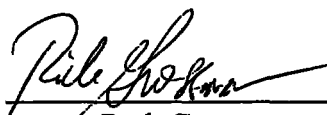
OWNER TRUSTEE (LESSOR):

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: Nichole Beers
Title: Assistant Vice President

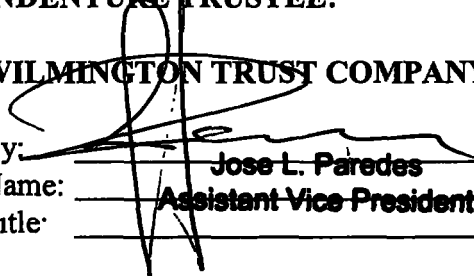
LESSEE:

WACHOVIA FINANCIAL SERVICES, INC.

By: 
Name: Rick Grossman
Title: Managing Director

INDENTURE TRUSTEE:

WILMINGTON TRUST COMPANY

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 24th day of March, 2010 by Nichole Beers, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Sara Sluder

NOTARY PUBLIC

My Commission Expires: May 15, 2012

[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

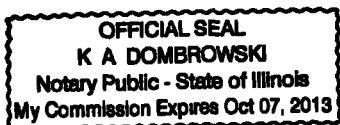
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 1st day of February, 2010 by Rick Grossman, as Managing Director of **WACHOVIA FINANCIAL SERVICES, INC.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written

K A Dombrowski
NOTARY PUBLIC

My Commission Expires: 10-7-2013

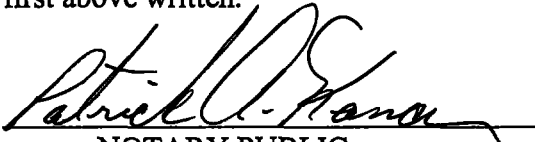
[Notarial Seal]



STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 4 day of March, 2010 by Jose Paredes, as Assistant Vice President of WILMINGTON TRUST COMPANY.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

PATRICK A. KANAR
My Commission Expires: ~~Notary Public~~ - State of Delaware
My Comm Expires April 1, 2010
[Notarial Seal]

EXHIBIT 1

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	159088	RWSX	6136	FURX	930870
2	159089	RWSX	6137	FURX	930871
3	159090	RWSX	6138	FURX	930872
4	159091	RWSX	6139	FURX	930873
5	159092	RWSX	6140	FURX	930874
6	159093	RWSX	6141	FURX	930875
7	159094	RWSX	6142	FURX	930876
8	159095	RWSX	6143	FURX	930877
9	159096	RWSX	6144	FURX	930878
10	159097	RWSX	6145	FURX	930879
11	159098	RWSX	6146	FURX	930880
12	159099	RWSX	6147	FURX	930881
13	159100	RWSX	6148	FURX	930882
14	159101	RWSX	6149	FURX	930883
15	159102	RWSX	6150	FURX	930884
16	159103	RWSX	6151	FURX	930885
17	159104	RWSX	6152	FURX	930886
18	159105	RWSX	6153	FURX	930887
19	159106	RWSX	6154	FURX	930888
20	159107	RWSX	6155	FURX	930889
21	159108	RWSX	6156	FURX	930890
22	159109	RWSX	6157	FURX	930891
23	159110	RWSX	6158	FURX	930892
24	159111	RWSX	6159	FURX	930893
25	159112	RWSX	6160	FURX	930894
26	159113	RWSX	6161	FURX	930895
27	159114	RWSX	6162	FURX	930896
28	159115	RWSX	6163	FURX	930897
29	159116	RWSX	6164	FURX	930898
30	159117	RWSX	6165	FURX	930899
31	159118	RWSX	6166	FURX	930900
32	159119	RWSX	6167	FURX	930901
33	159120	RWSX	6168	FURX	930902
34	159121	RWSX	6169	FURX	930903
35	159122	RWSX	6170	FURX	930904
36	159123	RWSX	6171	FURX	930905
37	159124	RWSX	6172	FURX	930906
38	159125	RWSX	6173	FURX	930907
39	159126	RWSX	6174	FURX	930908
40	159127	RWSX	6175	FURX	930909
41	159128	RWSX	6176	FURX	930910
42	159129	RWSX	6177	FURX	930911
43	159130	RWSX	6178	FURX	930912
44	159131	RWSX	6179	FURX	930913
45	159132	RWSX	6180	FURX	930914
46	159133	RWSX	6181	FURX	930915
47	159134	RWSX	6182	FURX	930916

48	159135	RWSX	6183	FURX	930917
49	159136	RWSX	6184	FURX	930918
50	159137	RWSX	6185	FURX	930919
51	159138	RWSX	6186	FURX	930920
52	159139	RWSX	6187	FURX	930921
53	159140	RWSX	6188	FURX	930922
54	159141	RWSX	6189	FURX	930923
55	159142	RWSX	6190	FURX	930924
56	159143	RWSX	6191	FURX	930925
57	159144	RWSX	6192	FURX	930926
58	159145	RWSX	6193	FURX	930927
59	159146	RWSX	6194	FURX	930928
60	159147	RWSX	6195	FURX	930929
61	159148	RWSX	6196	FURX	930930
62	159149	RWSX	6197	FURX	930931
63	159150	RWSX	6198	FURX	930932
64	159166	RWSX	6202	FURX	930936
65	159167	RWSX	6203	FURX	930937
66	159170	RWSX	6206	FURX	930940
67	159171	RWSX	6207	FURX	930941
68	159172	RWSX	6208	FURX	930942
69	159173	RWSX	6209	FURX	930943
70	159175	RWSX	6211	FURX	930945
71	159178	RWSX	6214	FURX	930948
72	159179	RWSX	6215	FURX	930949
73	159180	RWSX	6216	FURX	930950
74	159181	RWSX	6217	FURX	930951
75	159184	RWSX	6220	FURX	930954
76	159185	RWSX	6221	FURX	930955
77	159186	RWSX	6222	FURX	930956
78	159188	RWSX	6224	FURX	930958
79	159189	RWSX	6225	FURX	930959
80	159191	RWSX	6227	FURX	930961
81	159200	RWSX	6236	FURX	930970
82	159203	RWSX	6239	FURX	930973
83	159207	RWSX	6243	FURX	930977
84	159208	RWSX	6244	FURX	930978
85	159213	RWSX	6249	FURX	930983
86	159214	RWSX	6250	FURX	930984
87	159216	RWSX	6252	FURX	930986
88	159217	RWSX	6253	FURX	930987
89	159218	RWSX	6254	FURX	930988
90	159219	RWSX	6255	FURX	930989
91	159220	RWSX	6256	FURX	930990
92	159222	RWSX	6258	FURX	930992
93	159223	RWSX	6259	FURX	930993
94	159224	RWSX	6260	FURX	930994
95	159225	RWSX	6261	FURX	930995
96	159226	RWSX	6262	FURX	930996
97	159227	RWSX	6263	FURX	930997
98	159228	RWSX	6264	FURX	930998

99	159229	RWSX	6265	FURX	930999
100	159230	RWSX	6266	FURX	931000
101	159231	RWSX	6267	FURX	931001

(Basic Group B, Lease Sch. 2)